

**LAW OFFICES OF
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June 28, 2007

RECORDATION NO. 20657-A FILED

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

JUN 28 '07 -7 31 AM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement (DMERC), a secondary document, dated as of June 28, 2007. The primary document to which this is connected is recorded under Recordation No. 20657. We request that the copy of this document be recorded under Recordation No. 20657-A.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement (DMERC) are:

Assignor:

Banc of America Leasing and Capital, LLC
555 California Street, 4th Floor
San Francisco, CA 94104

Assignee:

GATX Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement (DMERC) consists of 100 gondola cars numbered DME 80100-80199, inclusive.

Honorable Vernon A. Williams
June 28, 2007
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A fee of \$35.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement (DMERC) between Banc of America Leasing and Capital, LLC, 555 California Street, 4th Floor, San Francisco, CA 94104, and GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 100 gondola cars numbered DME 80100-80199, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosures

JUN 28 '07 -7 31 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT
(DMERC)

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT (DMERC) is dated as of June __, 2007, by and between Banc of America Leasing & Capital, LLC, a Delaware limited liability company (as successor by merger to Fleet Capital Corporation) ("Assignor"), and GATX Corporation, a New York corporation ("Assignee").

WITNESSETH:

1. Assignor, as lessor, entered into a Master Equipment Lease Agreement dated as of February 10, 1997 and Lease Schedule No. 32189-01 (together the "Lease") with the Dakota, Minnesota & Eastern Railroad Corporation, as lessee, for certain railroad equipment identified in the Attachment (the "Railroad Equipment"). A Memorandum of Master Equipment Lease Agreement dated as of April 21, 1997 was recorded at the Surface Transportation Board (the "Board") on April 25, 1997 at 11:50 am under Recordation No. 20657 for the Railroad Equipment.

2. Assignor and Assignee have entered an Assignment and Assumption Agreement (DMERC) dated as of June __, 2007, which is evidenced by this Memorandum of Assignment and Assumption Agreement (DMERC) with respect to the Lease and the Railroad Equipment.

3. This Memorandum of Assignment and Assumption Agreement (DMERC) may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement (DMERC) to be executed by their duly authorized officers as of the date first written above.

Banc of America Leasing & Capital, LLC
as Assignor

By: Andy Caparest
Name: Andy Caparest
Title: VP

GATX Corporation
as Assignee

By: _____
Name: _____
Title: _____

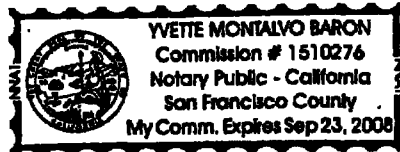
STATE OF CALIFORNIA)
) ss
COUNTY OF SAN FRANCISCO)

On this 26th day of June, 2007, before me personally appeared ANDY CAPDARIS
to me personally known, who being by me duly sworn, says that (s)he is the
VICE PRESIDENT, of Banc of America Leasing & Capital, LLC that the foregoing
instrument was signed on behalf of said limited liability corporation, and (s)he
acknowledged that the execution of the said instrument was his free act and deed.

Yvette Montalvo Baron
NOTARY PUBLIC

My commission expires:

9-23-2008



JUN 28 '07

7-31 AM

SURFACE TRANSPORTATION BOARD

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Banc of America Leasing & Capital, LLC
as Assignor

By: _____
Name: _____
Title: _____

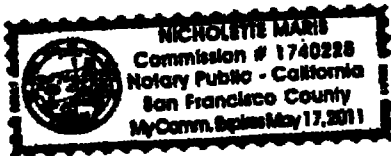
GATX Corporation
as Assignee

By: Linda Hexem
Name: LINDA HEXEM
Title: V.P. and Managing Director

State of California)
)
County of San Francisco)

On June 26, 2007 before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Nicholette Maris
Notary Public
My Commission expires: May 17, 2011